

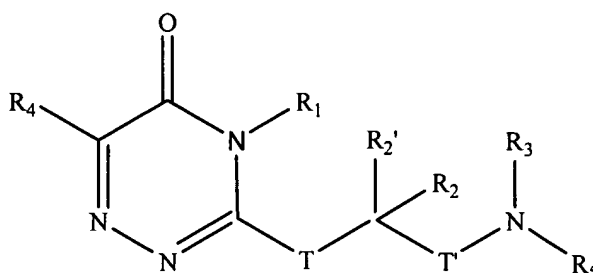


**AMENDMENTS TO THE CLAIMS:**

This listing of claims will replace all prior versions and listings of claims in the application:

***What is claimed is:***

1. (Currently Amended) A compound selected from the group represented by Formula I:



Formula I

wherein:

T and T' are independently a covalent bond or optionally substituted lower alkylene;

R<sub>1</sub> is chosen from hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, and optionally substituted heteroaralkyl;

R<sub>2</sub> and R<sub>2</sub>' are independently chosen from hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, and optionally substituted heteroaralkyl; or R<sub>2</sub> and R<sub>2</sub> taken together form an optionally substituted 3-to 7-membered ring;

R<sub>3</sub> is chosen from hydrogen, optionally substituted alkyl-, optionally substituted aryl-, optionally substituted aralkyl-, optionally substituted heteroaryl-, optionally substituted heteroaralkyl-, optionally substituted heterocyclyl, -C(O)-R<sub>6</sub>, and -S(O)<sub>2</sub>-R<sub>6a</sub>;

R<sub>5</sub> is chosen from hydrogen, optionally substituted alkyl-, optionally substituted aryl-, optionally substituted aralkyl-, optionally substituted heteroaralkyl-, and optionally substituted heterocyclyl-;

R<sub>6</sub> is chosen from hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, optionally substituted heteroaralkyl, R<sub>7</sub>O- and R<sub>12</sub>-NH-;

R<sub>6a</sub> is chosen from optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, optionally substituted heteroaralkyl, and R<sub>12</sub>-NH-;

or R<sub>5</sub> taken together with R<sub>3</sub>, and the nitrogen to which they are bound, form an optionally substituted 5- to 12-membered nitrogen-containing heterocycle, which optionally incorporates from one to two additional heteroatoms, selected from N, O, and S in the heterocycle ring;

or R<sub>5</sub> taken together with R<sub>2</sub> form an optionally substituted 5- to 12-membered nitrogen-containing heterocycle, which optionally incorporates from one to two additional heteroatoms, selected from N, O, and S in the heterocycle ring;

R<sub>7</sub> is chosen from optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, and optionally substituted heteroaralkyl;

R<sub>12</sub> is chosen from hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, and optionally substituted heteroaralkyl; and

R<sub>4</sub> is chosen from hydrogen, optionally substituted alkyl, optionally substituted alkoxy, halogen, hydroxyl, nitro, cyano, optionally substituted amino, alkylsulfonyl, alkylsulfonamido, alkylthio, carboxyalkyl, aminocarbonyl, aryloxy, heteroaryloxy, optionally substituted N-heterocyclyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaralkyl and optionally substituted heteroaryl; or

a pharmaceutically acceptable salt of a compound of Formula I;

~~a pharmaceutically acceptable solvate of a compound of Formula I; or~~

~~a pharmaceutically acceptable solvate of a pharmaceutically acceptable salt of a compound of Formula I.~~

2. (Original) The compound of Claim 1 comprising one or more of the following:

T and T' are each a covalent bond;

R<sub>1</sub> is selected from hydrogen, optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl, optionally substituted phenyl-C<sub>1</sub>-C<sub>4</sub>-alkyl-, optionally substituted naphthylmethyl, optionally substituted phenyl, and naphthyl;

R<sub>2</sub> is optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sub>2</sub>' is hydrogen or optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sub>3</sub> is -C(O)-R<sub>6</sub> or S(O)<sub>2</sub>-R<sub>6a</sub>;

R<sub>4</sub> is hydrogen, halo, hydroxyl, optionally substituted lower alkyl, optionally substituted aryl, alkoxy, cyano, substituted amino, carbamyl, aryloxy, heteroaryloxy, heteroaryl, or optionally substituted N-heterocyclyl;

R<sub>6</sub> is selected from optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, optionally substituted aryl-C<sub>1</sub>-C<sub>4</sub>-alkyl-, optionally substituted heteroaryl-C<sub>1</sub>-C<sub>4</sub>-alkyl-, optionally substituted heteroaryl, optionally substituted aryl, R<sub>7</sub>O- and R<sub>12</sub>-NH-,

R<sub>6a</sub> is selected from C<sub>1</sub>-C<sub>13</sub> alkyl; phenyl; naphthyl; phenyl substituted with halo, lower alkyl, lower alkoxy, nitro, methylenedioxy, or trifluoromethyl; biphenyl and heteroaryl;

R<sub>7</sub> is chosen from optionally substituted alkyl and optionally substituted aryl;

R<sub>12</sub> is chosen from optionally substituted alkyl and optionally substituted aryl; and

R<sub>5</sub> is chosen from hydrogen, optionally substituted C<sub>1</sub>-C<sub>13</sub> alkyl, optionally substituted aryl, optionally substituted aryl-C<sub>1</sub>-C<sub>4</sub>-alkyl-, optionally substituted heterocyclyl, and optionally substituted heteroaryl-C<sub>1</sub>-C<sub>4</sub>-alkyl-.

3. (Original) The compound of Claim 2 comprising one or more of the following:

R<sub>1</sub> is naphthyl, phenyl, bromophenyl, chlorophenyl, methoxyphenyl, ethoxyphenyl, tolyl, dimethylphenyl, chlorofluorophenyl, methylchlorophenyl, ethylphenyl, phenethyl, benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, hydroxybenzyl, dichlorobenzyl, dimethoxybenzyl, or naphthylmethyl;

R<sub>2</sub> is hydrogen;

R<sub>2</sub> is optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sub>3</sub> is -C(O)R<sub>6</sub>;

R<sub>6</sub> is chosen from phenyl; substituted phenyl; benzyl; phenoxymethyl-; halophenoxymethyl-; phenylvinyl-; heteroaryl-; substituted heteroaryl-; C<sub>1</sub>-C<sub>4</sub> alkyl substituted with C<sub>1</sub>-C<sub>4</sub> alkoxy-; and benzyloxymethyl-;

R<sub>4</sub> is chosen from hydrogen, hydroxyl, halo, optionally substituted lower alkyl, lower alkoxy, optionally substituted phenyl, and cyano;

R<sub>5</sub> is selected from hydrogen, C<sub>1</sub>-C<sub>4</sub> alkyl; cyclohexyl; phenyl substituted with hydroxyl, C<sub>1</sub>-C<sub>4</sub> alkoxy or C<sub>1</sub>-C<sub>4</sub> alkyl; benzyl; and R<sub>11</sub>-alkylene-; and

R<sub>11</sub> is hydroxyl, carboxy, (C<sub>1</sub>-C<sub>4</sub> alkoxy)carbonyl-, di(C<sub>1</sub>-C<sub>4</sub> alkyl)amino-, (C<sub>1</sub>-C<sub>4</sub> alkyl)amino-, amino, (C<sub>1</sub>-C<sub>4</sub> alkoxy)carbonylamino-, C<sub>1</sub>-C<sub>4</sub> alkoxy-, or optionally substituted N-heterocyclyl-.

4. (Original) The compound of Claim 3 comprising one or more of the following:

R<sub>1</sub> is benzyl, halobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, hydroxybenzyl, or naphthylmethyl;

R<sub>2</sub> is chosen from methyl, ethyl, propyl, butyl, methylthioethyl, methylthiomethyl, aminobutyl, (CBZ)aminobutyl, cyclohexylmethyl, benzyloxymethyl, methylsulfinylethyl, methylsulfinylmethyl, and hydroxymethyl;

R<sub>2</sub> is hydrogen;

R<sub>4</sub> is optionally substituted methyl or optionally substituted phenyl;

R<sub>6</sub> is tolyl, halophenyl, methylhalophenyl, hydroxymethylphenyl, halo(trifluoromethyl)phenyl-, methylenedioxyphenyl, formylphenyl or cyanophenyl; and

R<sub>5</sub> is R<sub>11</sub>-alkylene- wherein R<sub>1</sub> is amino, C<sub>1</sub>-C<sub>4</sub> alkylamino-, di(C<sub>1</sub>-C<sub>4</sub> alkyl)amino-, C<sub>1</sub>-C<sub>4</sub> alkoxy-, hydroxyl, or N-heterocyclyl.

5. (Original) The compound of Claim 4 comprising one or more of the following:

R<sub>1</sub> is benzyl;

R<sub>2</sub>' is hydrogen;

R<sub>2</sub> is ethyl or propyl; and

R<sub>5</sub> is aminoethyl, aminopropyl, aminobutyl, aminopentyl, aminoethyl, methylaminoethyl, methylaminopropyl, methylaminobutyl, methylaminopentyl, methylaminoethyl, dimethylaminoethyl, dimethylaminopropyl, dimethylaminobutyl, dimethylaminopentyl, dimethylaminoethyl, ethylaminoethyl, ethylaminopropyl, ethylaminobutyl, ethylaminopentyl, ethylaminoethyl, diethylaminoethyl, diethylaminopropyl, diethylaminobutyl, diethylaminopentyl, or diethylaminoethyl.

6. (Original) The compound of Claim 5 wherein R<sub>2</sub> is i-propyl

7. (Original) The compound of Claim 1 comprising one or more of the following:

T and T' are each a covalent bond;

R<sub>1</sub> is selected from hydrogen, optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl, optionally substituted phenyl-C<sub>1</sub>-C<sub>4</sub>-alkyl-, optionally substituted naphthylmethyl, optionally substituted phenyl, and naphthyl.

R<sub>2</sub> is optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sub>2</sub>' is hydrogen or optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl;

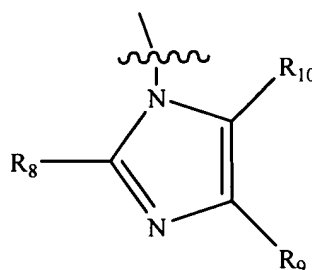
R<sub>4</sub> is hydrogen, halo, hydroxyl, optionally substituted lower alkyl, optionally substituted aryl, alkoxy, cyano, substituted amino, carbamyl, aryloxy, heteroaryloxy, heteroaryl; or optionally substituted N-heterocyclyl;

R<sub>6</sub> is selected from optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, optionally substituted aryl-C<sub>1</sub>-C<sub>4</sub>-alkyl-, optionally substituted heteroaryl-C<sub>1</sub>-C<sub>4</sub>-alkyl-, optionally substituted heteroaryl, optionally substituted aryl, R<sub>7</sub>O- and R<sub>12</sub>-NH-,

R<sub>7</sub> is chosen from optionally substituted alkyl and optionally substituted aryl;

R<sub>12</sub> is chosen from optionally substituted alkyl and optionally substituted aryl; and

R<sub>3</sub> taken together with R<sub>5</sub> and the nitrogen to which they are bound, forms an optionally substituted imidazolyl ring of the formula:



wherein

R<sub>8</sub> is chosen from hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaralkyl, and optionally substituted heteroaryl; and

R<sub>9</sub> and R<sub>10</sub> are independently hydrogen, optionally substituted alkyl, optionally substituted aryl, or optionally substituted aralkyl.

8. (Original) The compound of Claim 7 comprising one or more of the following:

R<sub>1</sub> is chosen from naphthyl, phenyl, bromophenyl, chlorophenyl, methoxyphenyl, ethoxyphenyl, tolyl, dimethylphenyl, chlorofluorophenyl, methylchlorophenyl, ethylphenyl, phenethyl, benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, hydroxybenzyl, dichlorobenzyl, dimethoxybenzyl, or naphthylmethyl;

R<sub>2</sub> is hydrogen;

R<sub>2</sub> is optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sub>6</sub> is chosen from phenyl; substituted phenyl; benzyl; phenoxymethyl-; halophenoxymethyl-; phenylvinyl-; heteroaryl-; substituted heteroaryl-; C<sub>1</sub>-C<sub>4</sub> alkyl substituted with C<sub>1</sub>-C<sub>4</sub> alkoxy-; and benzyloxymethyl-;

R<sub>4</sub> is chosen from hydrogen, hydroxyl, halo, optionally substituted lower alkyl, lower alkoxy, optionally substituted phenyl, and cyano; and

R<sub>8</sub> is aryl, substituted aryl, aralkyl, heteroaryl, substituted heteroaryl, heteroaralkyl, substituted aralkyl, or substituted heteroaralkyl.

9. (Original) The compound of Claim 1 comprising one or more of the following:

T and T' are each a covalent bond;

R<sub>1</sub> is selected from hydrogen, optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl, optionally substituted phenyl-C<sub>1</sub>-C<sub>4</sub>-alkyl-, optionally substituted naphthylmethyl, optionally substituted phenyl, and naphthyl;

R<sub>2</sub> is optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sub>2</sub> is hydrogen or optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl;



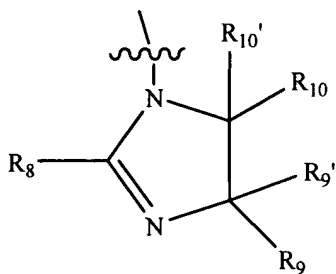
R<sub>4</sub> is hydrogen, halo, hydroxyl, optionally substituted lower alkyl, optionally substituted aryl, alkoxy, cyano, substituted amino, carbamyl, aryloxy, heteroaryloxy, heteroaryl, or optionally substituted N-heterocyclyl;

R<sub>6</sub> is selected from optionally substituted C<sub>1</sub>-C<sub>8</sub> alkyl, optionally substituted aryl-C<sub>1</sub>-C<sub>4</sub>-alkyl-, optionally substituted heteroaryl-C<sub>1</sub>-C<sub>4</sub>-alkyl-, optionally substituted heteroaryl, optionally substituted aryl, R<sub>7</sub>O- and R<sub>12</sub>-NH-,

R<sub>7</sub> is chosen from optionally substituted alkyl and optionally substituted aryl;

R<sub>12</sub> is chosen from optionally substituted alkyl and optionally substituted aryl; and

R<sub>3</sub> taken together with R<sub>5</sub> and the nitrogen to which they are bound, forms an optionally substituted imidazolinyl ring of the formula:



wherein,

R<sub>8</sub> is chosen from hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaralkyl, and optionally substituted heteroaryl; and

R<sub>9</sub>, R<sub>9'</sub>, R<sub>10</sub>, and R<sub>10'</sub> are independently chosen from hydrogen, optionally substituted alkyl, optionally substituted aryl, and optionally substituted aralkyl.

10. (Original) The compound of Claim 9 comprising one or more of the following:

R<sub>1</sub> is chosen from naphthyl, phenyl, bromophenyl, chlorophenyl, methoxyphenyl, ethoxyphenyl, tolyl, dimethylphenyl, chlorofluorophenyl, methylchlorophenyl, ethylphenyl, phenethyl, benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, hydroxybenzyl, dichlorobenzyl, dimethoxybenzyl, or naphthylmethyl;

R<sub>2</sub>' is hydrogen;

R<sub>2</sub> is optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sub>6</sub> is chosen from phenyl; substituted phenyl; benzyl; phenoxymethyl-; halophenoxymethyl-; phenylvinyl-; heteroaryl-; substituted heteroaryl-; C<sub>1</sub>-C<sub>4</sub> alkyl substituted with C<sub>1</sub>-C<sub>4</sub> alkoxy-; and benzyloxymethyl-;

R<sub>4</sub> is chosen from hydrogen, hydroxyl, halo, optionally substituted lower alkyl, lower alkoxy, optionally substituted phenyl, and cyano;

R<sub>8</sub> is aryl, substituted aryl, aralkyl, heteroaryl, substituted heteroaryl, heteroaralkyl, substituted aralkyl, or substituted heteroaralkyl; and

R<sub>9</sub>, R<sub>9</sub>', R<sub>10</sub>, and R<sub>10</sub>' are independently selected from the group consisting of hydrogen and optionally substituted lower alkyl.

11. (Original) The compound of Claim 1 wherein

T' and T' are absent;

R<sub>1</sub> is benzyl, halobenzyl, methylbenzyl, methoxylbenzyl, cyanobenzyl, hydroxybenzyl, or naphthylmethyl;

R<sub>2</sub> is optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sub>2</sub>' is hydrogen;

R<sub>4</sub> is optionally substituted methyl or optionally substituted phenyl;

R<sub>3</sub> is hydrogen; and

R<sub>5</sub> is hydrogen.

12. (Original) The compound of Claim 1 wherein

T and T' are absent;

R<sub>1</sub> is benzyl, halobenzyl, methylbenzyl, methoxylbenzyl, cyanobenzyl, hydroxybenzyl, or naphthylmethyl;

R<sub>2</sub> is optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sub>2</sub>' is hydrogen;

R<sub>4</sub> is optionally substituted methyl or optionally substituted phenyl;

R<sub>3</sub> is -C(O)R<sub>6</sub>;

R<sub>6</sub> is optionally substituted phenyl; and

R<sub>5</sub> is optionally substituted alkyl.

13. (Original) The compound of Claim 1 wherein

T and T' are absent;

R<sub>1</sub> is benzyl, halobenzyl, methylbenzyl, methoxylbenzyl, cyanobenzyl, hydroxybenzyl, or naphthylmethyl;

R<sub>2</sub> is optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sub>2</sub>' is hydrogen;

R<sub>4</sub> is optionally substituted methyl or optionally substituted phenyl;

R<sub>3</sub> is optionally substituted phenyl, heterocyclyl, or naphthyl; and

R<sub>5</sub> is optionally substituted alkyl.

14. (Original) The compound of Claim 1 wherein

T and T' are absent;

R<sub>1</sub> is benzyl, halobenzyl, methylbenzyl, methoxylbenzyl, cyanobenzyl, hydroxybenzyl, or naphthylmethyl;

R<sub>2</sub> is optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sub>2</sub>' is hydrogen;

R<sub>4</sub> is optionally substituted methyl or optionally substituted phenyl; and

R<sub>3</sub> and R<sub>5</sub> taken together form an optionally substituted imidazolinyl ring.

15. (Original) The compound of Claim 1 wherein

T and T' are absent;

R<sub>1</sub> is benzyl, halobenzyl, methylbenzyl, methoxylbenzyl, cyanobenzyl, hydroxybenzyl, or naphthylmethyl;

R<sub>2</sub> is optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sub>2</sub>' is hydrogen;

R<sub>4</sub> is optionally substituted methyl or optionally substituted phenyl; and

R<sub>3</sub> taken together with R<sub>5</sub> form an optionally substituted imidazolyl ring.

16. (Original) The compound of Claim 1 wherein

T and T' are absent;

R<sub>1</sub> is benzyl, halobenzyl, methylbenzyl, methoxylbenzyl, cyanobenzyl, hydroxybenzyl, or naphthylmethyl;

R<sub>2</sub> is optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sub>2</sub>' is hydrogen;

R<sub>4</sub> is optionally substituted methyl or optionally substituted phenyl; and

R<sub>3</sub> and R<sub>5</sub> taken together form an optionally substituted imidazolidinyl ring.

17. (Original) The compound of Claim 1 wherein

T and T' are absent;

R<sub>1</sub> is benzyl, halobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, hydroxybenzyl, or naphthylmethyl;

R<sub>2</sub> is optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sub>2</sub>' is hydrogen;

R<sub>4</sub> is optionally substituted methyl or optionally substituted phenyl; and

R<sub>3</sub> and R<sub>5</sub> taken together form an optionally substituted piperazinyl ring.

18. (Original) The compound of Claim 1 wherein

T and T' are absent;

R<sub>1</sub> is benzyl, halobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, hydroxybenzyl, or naphthylmethyl;

R<sub>2</sub> is optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sub>2</sub>' is hydrogen;

R<sub>4</sub> is optionally substituted methyl or optionally substituted phenyl; and

R<sub>3</sub> and R<sub>5</sub> taken together form an optionally substituted diazepinoyl ring.

19. (Original) The compound of Claim 1 wherein

T and T' are absent;

R<sub>1</sub> is most preferably chosen from benzyl, halobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, hydroxybenzyl, or naphthylmethyl;

R<sub>2</sub> is optionally substituted C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sub>2</sub>' is hydrogen;

R<sub>4</sub> is optionally substituted methyl or optionally substituted phenyl;

R<sub>5</sub> is optionally substituted alkyl;

R<sub>3</sub> is -SO<sub>2</sub>R<sub>6a</sub>, and

R<sub>6a</sub> is substituted phenyl or naphthyl.

20. (Previously Presented) The compound of Claim 1 wherein the stereogenic center to which R<sub>2</sub> and R<sub>2</sub>' is attached is of the R configuration.

21. (Previously Presented) A pharmaceutical composition comprising a pharmaceutical excipient and a therapeutically effective amount of a compound of Claim 1.

22. (Currently Amended) A method of treatment comprising administering an effective amount of a compound of Claim 1 to a patient suffering from breast cancer a-  
~~cellular proliferative disease~~.

23. (Cancelled)

24. (Cancelled)

25. (Currently Amended) A kit comprising a compound of Claim 1 and a package insert or other labeling including directions for treating breast cancer ~~a cellular proliferative disease~~ by administering an effective amount of said compound.